

effective upon a vote of the majority of the members of the Board of Directors of PCIA after due consultation with the Board of Directors of the Corporation.

IN WITNESS THEREOF, the undersigned have executed these Articles of Incorporation this ____ day of May, 1996.

Incorporator

)

) ss

I, _____, a notary public, hereby certify that on the ____ day of _____, 1996, personally appeared before me _____, who being first duly sworn, declared that he signed the foregoing document as incorporator, and that the statements therein contained are true.

(Notarial Seal)

Notary Public

EXHIBIT B

BY-LAWS
OF
PCIA MICROWAVE CLEARINGHOUSE
(A Virginia Nonstock Membership Corporation)

ARTICLE I.
NAME

The name of this non-profit, membership corporation shall be PCIA Microwave Clearinghouse (the "Corporation").

ARTICLE II.
PURPOSES

The purposes of the Corporation are to coordinate and administer the process by which the costs of relocating microwave stations from the 2 GHz band are shared among Personal Communications Services ("PCS") providers; to secure funding for the costs associated with administering the cost sharing plan adopted by the Federal Communications Commission ("FCC"); to provide a centralized forum for addressing disputes between cost sharing participants; to assure equitable participation by all entities subject to the FCC's cost sharing plan in the funding and management of these tasks; and to engage in any other lawful act or activity in furtherance for which corporations may be organized under the Virginia Nonstock Corporation Act and Section 501(c)(6) of the Internal Revenue Code of 1986. The Corporation is authorized to engage in any lawful acts or activities necessary, desirable or proper to achieve these purposes consistent with the rules and regulations of the Federal Communications Commission.

ARTICLE III. **MEMBERSHIP**

Section 1. Eligibility for membership. Membership in the Corporation shall be available to businesses or other entities that are subject to the FCC's PCS cost sharing rules.

Section 2. Admission to membership. Entities shall be admitted to membership once they have either (a) provided funding for the administrative costs of the clearinghouse in an amount to be determined by the Board of Directors or (b) have paid a transaction fee to the clearinghouse as a result of a cost sharing transaction.

Section 3. Transaction and other fees. Fees paid to the Corporation shall be used to cover all costs of the Corporation. The Board of Directors shall determine the method of calculating such fees, as well as the specific timing and mechanics of payment.

Section 4. Suspension and Forfeiture. Any material breach by a member of any agreement between such member and the Corporation, including without limitation any nonpayment of any fees, may result in suspension of voting rights and a noncompliance report being submitted to the FCC. If suspension occurs, the President shall give immediate written notice of the suspension and report to the member. Failure to cure the breach within forty-five (45) days from the date of such notice shall result in the automatic forfeiture of that membership, provided that the Executive Committee may grant a temporary extension of time for payment of any delinquent fees in cases deserving of special consideration. Any fees owed to the Corporation shall accrue interest at a rate to be determined by the Board of Directors from the due date until paid.

Section 5. Reinstatement. Any member whose membership has been revoked for material breach of any agreement between such member and the Corporation may be reinstated, at the discretion of and upon such terms as may be established by the Board of Directors, upon its payment of any outstanding fees or charges to the Corporation or other cure of its breach of such agreement.

ARTICLE IV.
MEETINGS OF THE MEMBERS

Section 1. Place. Annual meetings and special meetings shall be held at such place, within or without the Commonwealth of Virginia, as the Board of Directors may, from time to time, fix and state in the notice of meeting. Whenever the Board of Directors shall fail to fix such place, the meeting shall be held at the registered office of the Corporation in the Commonwealth of Virginia.

Section 2. Annual Meeting. The annual meeting shall be held on the date and at the time fixed, from time to time, by the Board of Directors, provided, that the first annual meeting shall be held on a date within thirteen months after the organization of the Corporation, and each successive annual meeting shall be held on a date as shall be designated from time to time by the Board of Directors.

Section 3. Special meetings. Special meetings shall be held on the date and at the time as shall be designated from time to time by the Board of Directors or the President and stated in the notice of the meeting. Special meetings must be called by the President upon written request to the President of at least thirty percent (30%) of the voting members. Such written request shall state the purpose or purposes for such meeting and the matters proposed to be acted upon at the meeting. The President shall give notice of the meeting as provided in Section 4. No business other than that specified in the notice of meeting shall be transacted at any special meeting. No special meeting need be called upon the request of less than sixty percent (60%) of the voting members to consider any matter that is substantially the same as a matter voted upon at any annual or special meeting of the members held during the previous twelve (12) months.

Section 4. Notice or waiver of notice. Written notice of all meetings shall be given, stating the place, date and hour of the meeting. The notice of an annual meeting shall state that the meeting is called for the election of the Board of Directors and for the transaction of other business which may properly come before the meeting, and shall (if any other action which could be taken at a special meeting is to be taken at such annual meeting) state the purpose or purposes. The notice of a special meeting shall in all instances state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given personally, by U.S. mail, by facsimile or by electronic mail not fewer than ten (10) days nor more than sixty (60) days before the date of the meeting, unless the lapse of the prescribed period of time shall have been waived and directed to each member at its record address or at such other address which it may have furnished by request in writing to the Secretary of the Corporation. Notice by U.S. mail shall be deemed to be given when deposited in the U. S. mail,

postage prepaid. If a meeting is adjourned to another time, not more than thirty (30) days hence, and/or to another place, and if an announcement of the adjourned time and/or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting unless the Board of Directors, after adjournment, fixes a new record date for the adjourned meeting. Notice need not be given to any member which submits a written waiver of notice by it before or after the time stated therein. Attendance of a member at a meeting of members shall constitute a waiver of notice of such meeting, except when the member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need be specified in any written waiver of notice.

Section 5. Conduct of meeting. Meetings of the members shall be presided over by one of the following officers in the order of seniority and if present and acting: the President, the Vice President, the Secretary, the Treasurer, or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the members. The Secretary, or in his absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the Chairman of the meeting shall appoint a secretary of the meeting.

Section 6. Proxy voting. Every member may authorize another person or persons to act for it by proxy in all matters in which a member is entitled to participate, whether by waiving notice of any meeting, voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy must be in writing and signed by the member or by its attorney-in-fact. No proxy shall be voted or acted upon after one (1) year from its date unless such proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and, if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. Otherwise, any proxy is revocable by the member granting such proxy.

Section 7. Inspectors and judges. The Board of Directors, in advance of any meeting, may, but need not, appoint one or more inspectors of election or judges of the vote, as the case may be, to act at the meeting or any adjournment thereof. If an inspector or inspectors or judge or judges are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors or judges. In case any person who may be appointed as an inspector or judge fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector or judge, if any, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector or judge at such meeting with strict

impartiality and according to the best of his ability. The inspectors or judges, if any, shall determine the number of voting members and the voting power of each, the members represented at the meeting, the existence of a quorum, and the validity and effect of proxies; shall receive votes, ballots or consents; shall hear and determine all challenges and questions arising in connection with the right to vote; shall count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting, the inspector or inspectors or judge or judges, if any, shall make a report in writing of any challenge, question or matter determined by him or them and execute a certificate of any fact found by him or them.

Section 8. Quorum. A majority of voting members present in person or represented by proxy, shall constitute a quorum at a meeting of members for the transaction of any business, except as provided by statute or in the certificate of incorporation. If, however, a quorum shall not be present or represented at any meeting of members, the members entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

Section 9. Election of the Board of Directors. In elections of Directors, each member shall have one vote per available seat. Directors shall be elected by a plurality of the votes cast at a meeting at which a quorum of members is present. In the election of the Board of Directors, voting shall be by ballot. Members shall not be entitled to cumulate their votes in elections of Directors.

Section 10. Voting on other issues. For all other issues properly submitted to the membership, each voting member shall have one vote on each question presented for a vote of the membership. When a quorum is present at any meeting, the vote of the two-thirds (2/3) of the members present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute or the certificate of incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question. Voting by ballot shall not be required for any action other than the election of Directors, except as otherwise provided by the Virginia Nonstock Corporation Act or except as determined by the Board of Directors, in its discretion.

Section 11. Action without meetings. Whenever the vote of members at a meeting thereof is required or permitted to be taken for or in connection with any action of the Corporation, the meeting and vote of members may be dispensed with if all of the members who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such action being taken; or if less than all of said members, but not less than those having at least the minimum voting power required to take action under the provisions of the Virginia Nonstock Corporation Act, shall consent in writing to such action, provided that prompt notice be given to all members of the taking of such action without a meeting and by less than unanimous written consent.

ARTICLE V. **THE BOARD OF DIRECTORS**

Section 1. Functions and definition. The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall have full and complete authority to manage, regulate, direct and control the operations of the Corporation; it shall be responsible for proper administration of all funds; it shall hold, manage and dispose of all Corporation property; it shall determine the policies of the Corporation; it shall be the judge of all elections and of the eligibility of the members and shall have the authority to revoke memberships as provided in Article III. The use of the phrase "whole Board" herein refers to the number of Directors which the Corporation would have if there were no vacancies.

Section 2. Qualifications and number. A Director must be a duly authorized officer, director, employee or agent of a member. At no time, however, shall any member have more than one Director on the Board of Directors. A Director need not be a citizen of the United States, or a resident of the Commonwealth of Virginia. Except as is set forth in the Articles of Incorporation with respect to the initial Board, the Board of Directors shall contain the same number of Directors as the number of voting members of the Corporation which are willing to have their designees serve as Directors, provided that there is a minimum of seven (7) Directors and a maximum of fifteen (15) Directors. The President of the Personal Communications Industry Association, Ltd. (PCIA) shall also serve as a member of the Board of Directors (as the sixteenth (16) member if there are fifteen member-elected Directors) and the Executive Committee. The number of Directors serving on the Board can be increased up to twenty-five (25) Directors, including the President of PCIA, by a two-thirds (2/3) vote of the Board of Directors, without amendment of the Articles of Incorporation or the By-laws.

Section 3. Election, term and classes. The first Directors shall be elected by the incorporator and shall hold office until the first annual meeting of members and until their successors have been elected and qualified or until their earlier resignation or removal. At the first annual meeting of members, the Directors will be elected in two classes of approximately equal number to provide for staggered terms. Class A Directors will be elected to serve until the next following annual meeting of members, and Class B Directors will serve until the second following annual meeting of members. At the second and each succeeding annual meeting, the seats of the Class of Directors whose terms are expiring shall be filled by election to serve until the second succeeding annual meeting of members following their election. Any Director may resign at any time upon prior written notice to the Corporation. Directors who are elected in the interim to fill vacancies and newly created positions on the Board of Directors shall hold office until the end of the term of the Director who resigned or, if a newly created position, until the next annual meeting of members. A Director that is no longer a duly authorized officer, director, employee or agent of the member with which he or she was employed at the time of election to the Board shall be deemed to have resigned. All Directors shall hold office until their successors have been elected and qualified or until their earlier resignation or removal.

Section 4. Vacancies. Whenever a Director resigns or is removed from the Board of Directors, or leaves the employment of the member with which he or she was employed at the time of his or her election to the Board of Directors, that member shall have the right to nominate a successor to fill the Director's position, subject to the approval by the Board of Directors. As described above, such successor Directors shall hold office until the end of the term of the Director who resigned and until their successors have been elected and qualified or until their earlier resignation or removal.

Section 5. Meetings. The Directors may hold meetings at such time as the Board of Directors shall fix, except that the Board shall meet at least two (2) times per year and the first meeting of a newly elected Board of Directors shall be held as soon after its election as the Directors may conveniently assemble. Meetings shall be held at such place within or without the Commonwealth of Virginia as shall be fixed by the Board of Directors or may be held by telephone or by any other means by which all Directors may simultaneously hear each other during the meeting. No notice shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by or at the direction of the President of the Corporation, the Vice President or by a majority of the Directors in office.

Section 6. Chairman of the meeting. The President, if any and if present and acting, shall preside at all meetings. Otherwise, the Vice President, if any and if present and acting, or any other Director chosen by the Board of Directors, shall preside.

Section 7. Notice or actual or constructive waiver. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral or any other mode of notice of the time and place shall be given for special meetings. Notice given by telephone, facsimile, electronic mail or similar means shall be delivered not less than twenty-four (24) hours prior to the meeting. Notice given by U.S. mail shall be delivered not fewer than five (5) days prior to the meeting. The notice of any meeting need not specify the purpose of the meeting. Any requirement of furnishing a notice shall be waived by any Director who signs a written waiver of such notice before or after the time stated therein.

Section 8. Quorum. A majority of the Directors shall constitute a quorum, except when a vacancy or vacancies prevents such majority, whereupon a majority of the Directors in office shall constitute a quorum, provided that such majority shall constitute at least one-third of the whole Board. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place.

Section 9. Voting. Each member of the Board of Directors shall have one vote on matters before the Board. Except where specified otherwise in the Articles of Incorporation or in these By-laws, or where the Virginia Nonstock Corporation Act may require a greater number, the act of the Board of Directors shall be the act by the affirmative vote of a majority of the Directors present, a quorum being present.

Section 10. Action in writing. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or other committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or other committee.

Section 11. Removal of Directors. Unless otherwise restricted by the Articles of Incorporation or these By-laws, any Director or the entire Board of Directors may be removed, with or without cause, by a majority vote of the members entitled to vote at an election of the Board of Directors.

Section 12. Committees of Directors. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to include one or more of the Directors. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified Director at any meeting of the committee. The Board of Directors may permit the participation of voting or non-voting members of the Corporation and non-members in the functions of any committee. Such committee or committees shall have such name or names as may be determined from time to time by

resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

In the absence or disqualification of a Director member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified Director member.

Any committee which is composed solely of Directors, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority to amend the certificate of incorporation, to adopt an agreement of merger or consolidation, to recommend to the members the sale, lease or exchange of all or substantially all of the Corporation's property and assets, to recommend to the members a dissolution of the Corporation or a revocation of a dissolution, to adopt, amend or repeal the By-laws of the Corporation, or to fill vacancies on the Board or any of its committees. No committee not composed solely of Directors shall act for the Corporation or exercise any of the power or authority of the Board of Directors.

Section 13. Compensation of Directors. No Director shall be paid any compensation for service as a Director of the Corporation.

ARTICLE VI. **OFFICERS**

Section 1. Elections; number; qualifications. The officers of the Corporation shall be elected by the Board of Directors, and shall include a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors shall choose. The Board of Directors may, by resolution, create, increase, reduce or eliminate the number of offices to be filled by vice presidents, assistant vice presidents, assistant secretaries or assistant treasurers. The Board of Directors may choose such other officers and appoint such agents as it shall deem necessary who shall hold office for such terms and shall exercise such powers and perform such duties as the Board of Directors shall determine. Any two or more offices may be held by the same individual.

Section 2. Election and termination. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors

following the annual meeting of members or as soon thereafter as conveniently possible. Each officer shall hold office until his successor shall have been chosen and shall have qualified or until his death or the effective date of his resignation or removal. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

Section 3. President. The President shall be elected from among the Directors elected to the Board of Directors. He or she shall be the chief executive officer of the Corporation and shall, in general, supervise, manage and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of members and at all meetings of the Board of Directors and committees of Directors at which he or she is present. The President may sign with the Secretary or any other officer of the Corporation thereunto authorized by the Board of Directors, any deeds, bonds, mortgages, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof has been expressly delegated by these By-laws or by the Board of Directors to some other officer or agent of the Corporation, or shall be required by law to be otherwise executed. He or she shall perform such other duties as usually pertain to the office or may be designated by the Board of Directors.

Section 4. Vice President. The Vice President shall be elected from among the Directors elected to the Board of Directors. He or she shall perform such duties as from time to time may be assigned to him or her by the Board of Directors or the President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 5. Secretary and Assistant Secretaries. The Secretary or Assistant Secretaries shall be elected from among the Directors elected to the Board of Directors. He or she shall attend all meetings of the Board of Directors and all meetings of the members and record all proceedings of the meetings of the members and the Board of Directors in the minute book of the Corporation. He or she shall cause all notices to be duly given in accordance with the provisions of these By-laws and as required by law, and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he or she shall be. The Secretary shall supervise the keeping of a record containing the names and addresses of all members. The Secretary shall see that the books, reports, statements, certificates and other documents and records required by law are properly kept and filed. He or she shall have charge and custody of the seal of the Corporation, and the Secretary, or an

assistant secretary, shall have authority to affix the same to any instrument requiring it and when as affixed, it may be attested by his or her signature.

Section 6. Treasurer and Assistant Treasurers. The Treasurer and Assistant Treasurers shall be elected from among the Directors elected to the Board of Directors. He or she shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, and shall render a report and account of the transactions of the Corporation and of the financial condition of the Corporation whenever so required by the Board of Directors.

Section 7. Officer Ex Officio. The President of PCIA shall serve as an Officer *Ex Officio* for the Corporation.

Section 8. Executive Committee. The President, Vice President, Secretary, Treasurer, and Officer *Ex Officio* shall comprise the Executive Committee of the Corporation. The Executive Committee shall meet as often as required properly to discharge its responsibilities; shall act for the Corporation under the direction of the Directors on all matters affecting the Corporation; and shall be responsible for making personnel recommendations to the Board of Directors, preparing the annual budget for approval by the Board and overseeing the professional staff of the Corporation. The salaries of all persons employed by the Corporation shall be fixed from time to time as may be authorized by the Board of Directors.

Section 9. Resignations; removal; filling of vacancies. Any officer may resign at any time by giving notice of such resignation to the Board of Directors, the President, Vice President, or the Secretary. Unless otherwise specified in such notice, such resignation shall be effective upon receipt of such notice by the Board of Directors or such officer. Any officer may be removed at any time, either for or without cause, by action of the Board of Directors. Any vacancy in any office may be filled at any time by action of the Board of Directors. Any officer that is no longer a duly authorized officer, director, employee or agent of the member at the time of election as an officer shall be deemed to have resigned.

ARTICLE VII.
INSTRUMENTS, DEPOSITS, CHECKS, PROXIES

Section 1. Execution of instruments. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

Section 2. Deposits. Funds of the Corporation may be deposited from time to time to the credit of the Corporation with such depositories as may be selected by the Board of Directors or by any committee, officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors.

Section 3. Checks, drafts, etc. All checks, bills of exchange and other orders for payment of money, promissory notes, acceptances or other evidences of indebtedness are to be signed by such officer or officers, employee or employees, or agent or agents of the Corporation, and in such manner, as are authorized by resolution of the Board of Directors, are authorized by any committee, officer or officers, or employee or employees of the Corporation to whom such power is delegated in writing from time to time by the Board of Directors. To the extent authorized by the Board of Directors such signature or signatures may be facsimiles.

ARTICLE VIII.
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director or officer, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to

procure a judgment in its favor by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity pursuant to the applicable provisions of the Virginia Nonstock Corporation Act.

It is the intention of this Article that the Corporation indemnify Directors and officers to the fullest extent permitted by law. The foregoing right of indemnification shall not be exclusive of other rights to which such Director or officer may be entitled as a matter of law or otherwise.

The appropriate officers of the Corporation shall be directed by the Board of Directors to expeditiously seek director and officer liability insurance and to obtain such insurance on terms and conditions deemed by the Board of Directors to be in the best interests of the Corporation.

Expenses incurred and amounts paid in settlement with respect to any action, suit or proceeding of the character described above may be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the Director or officer, in form and substance satisfactory to the Corporation, to repay such amounts so advanced as shall not ultimately be determined to be payable to him or her under this Article.

ARTICLE IX.

MISCELLANEOUS

Section 1. Fiscal year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 2. Amendment of By-laws. These By-laws may be altered, amended or repealed from time to time, and new By-laws may be made and adopted by action of the members or by action of the Board of Directors, except as provided in Section 4 below, when such power is conferred upon the Board of Directors by the Articles of Incorporation, at any regular meeting of the members or of the Board of Directors or at

any special meeting of the members or of the Board of Directors (if notice of such alteration, amendment, repeal or adoption of new By-laws be contained in the notice of such special meeting).

Section 3. Amendment of the Articles of Incorporation. Any amendments to the Corporation's Articles of Incorporation, except as provided in Section 4 below, will require both a recommendation approved by a vote of two-thirds (2/3) of all of the Board of Directors then in office in favor thereof, and a vote in favor of such amendment by at least two-thirds (2/3) of all voting members.

Section 4. Liquidation, dissolution or merger. Neither the By-laws nor the Articles of Incorporation may be altered, amended, or repealed for any provision for liquidation, dissolution, or merger of the Corporation unless such alternation, amendment, or repeal has been authorized by a majority of the Board of Directors of PCIA upon consultation with the Board of Directors of and members of the Corporation.

Section 5. Effect of liquidation or dissolution. In the event of liquidation or dissolution, all remaining assets and property of the Corporation shall be applied and distributed in the following order: all liabilities and obligations of the Corporation shall be paid or satisfied; assets held by the Corporation upon a condition requiring return or conveyance, which condition occurs by reason of the dissolution or liquidation, shall be returned or conveyed in accordance with such requirements; other assets, if any, specifically attributable to excess fees paid by all or any members of the Corporation shall be refunded to such members in accordance with the amount of fees overpaid; and any remaining assets shall be distributed to another organization, exempt under § 501(c) of the Internal Revenue Code of 1986, as amended.

Section 6. Seal. The Corporation's seal shall be a flat-faced circular die and shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Virginia Nonstock Corporation Act."

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